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U.S. BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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154.

States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court"). A true and correct copy of the Application is attached hereto.

Objections and other responses to the relief requested in the Application, if any, must be in writing and be filed with the Bankruptcy Court no later than 4:00 p.m. Eastern Time on July 13, 2001.

Objections or other responses to the Application, if any, must also be served so that they are received not later than July 13, 2001 at 4:00 p.m. Eastern Time, by (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, New York 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801

(fax number 302-426-9947); and (v) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901).

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN  
ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE  
RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER NOTICE OR  
HEARING.

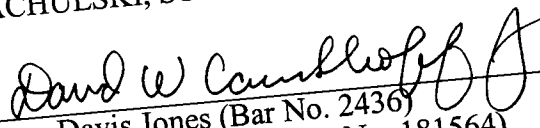
IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE APPLICATION WILL BE HELD BEFORE THE HONORABLE JOSEPH J. FARNAN, JR., UNITED STATES DISTRICT JUDGE, ON JULY 19, 2001 AT 12:00 P.M. EASTERN TIME AT THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE, 844 N. KING STREET, WILMINGTON, DELAWARE 19801.

Dated: June 28, 2001

KIRKLAND & ELLIS  
James H.M. Sprayregen  
James W. Kapp III  
Samuel A. Schwartz  
Roger J. Higgins  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

  
Laura Davis Jones (Bar No. 2436)  
Hamid R. Rafatjoo (CA Bar No. 181564)  
David W. Carickhoff, Jr. (Bar No. 3715)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W.R. GRACE CO., et al.<sup>1</sup>, ) Case No. 01-01139 (JF)  
) (Jointly Administered)  
)  
Debtors. )  
Objection Deadline: July 13, 2001 at 4:00 p.m. (negative notice)  
Hearing Date: July 19, 2001 at 12:00 p.m., if necessary

**APPLICATION OF THE DEBTORS PURSUANT TO FED. R. BANKR. P. 2014(a)  
FOR THE ENTRY OF AN ORDER UNDER SECTION 327(a) OF THE  
BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF KINSELLA COMMUNICATIONS, LTD. AS NOTICE  
CONSULTANT FOR THE DEBTORS AND DEBTORS IN POSSESSION**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby move the Court (the "Application") for the entry of an order pursuant to section 327(a) of title 11 of the United States Code (as amended, the "Bankruptcy Code") authorizing the employment and retention of Kinsella Communications, Ltd. ("Kinsella") as notice consultant in these chapter 11 cases. In support of this Application, the Debtors respectfully state as follows:

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

### Introduction

1. On April 2, 2001 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases").
2. The Debtors engage in specialty chemicals and materials businesses, operating on a worldwide basis, with their corporate headquarters located in Columbia, Maryland. The Debtors predominately operate through two business units - Davison Chemicals and Performance Chemicals. The Debtors' parent company, W. R. Grace & Co. ("Grace"), is a global holding company that conducts substantially all of its business through a direct, wholly owned subsidiary W. R. Grace & Co. - Conn. ("Grace-Conn"). Grace-Conn owns substantially all of the assets, properties and rights of Grace in the United States and has 76 domestic subsidiaries and affiliates, 60 of which are debtors and debtors in possession in the Chapter 11 Cases.
3. The Chapter 11 Cases have been consolidated for administrative purposes only and pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to operate their businesses and manage their properties as debtors in possession.
4. On April 12, 2001, the office of the United States Trustee appointed three official committees in the Chapter 11 Cases as follows: (i) the committee of unsecured creditors (the "Creditors' Committee"); (ii) the committee of asbestos personal injury claimants (the "Asbestos Personal Injury Committee"); (iii) the committee of asbestos property damage claimants (the "Asbestos Property Damage Committee"); and (iv) on June 18, 2001, the office of the United States Trustee appointed the committee of equity security holders (the "Equity Committee") (the Creditors' Committee, the Asbestos Personal Injury Committee, the Asbestos Property Damage Committee and the Equity Committee shall collectively be referred to as the "Committees").

5. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief sought herein is section 327(a) of the Bankruptcy Code.

**Need for a Notice Consultant**

6. The services of Kinsella are necessary to enable the Debtors to provide constitutionally adequate notice of the bar date in these Chapter 11 Cases to unknown putative claimants.<sup>2</sup> The Debtors desire to engage in a broad notification program that is designed to reach the largest number of potential unknown claimants and that is consistent with the notice programs implemented in other asbestos-related bankruptcies such as *In re The Babcock & Wilcox Company* and *In re The Celotex Corp.* The large scale notification process involving the media requires the expertise of a notice consultant like Kinsella, due to its experience in negotiation, design and preparation of notice materials suitable for publication. The notice consultant will plan, manage and track the Debtors' various media activities, and properly coordinate and supervise the Debtors' overall notice program.

**Relief Requested**

7. By this Application, the Debtors seek to employ and retain Kinsella pursuant to section 327(a) of the Bankruptcy Code to design and implement a bankruptcy notification program for the Debtors in these Chapter 11 Cases, as more fully described below.

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<sup>2</sup> In connection with the filing of this Application, the Debtors have filed the Motion for the Entry of a Case Management Order, the Motion to Establish Bar Date and the Motion to Approve Notice Program.

8. Kinsella is a leading advertising and notification consulting firm that specializes in the design and implementation of class action and bankruptcy notification programs to reach unknown putative claimants in mass tort bankruptcies and class actions. Kinsella has developed and directed some of the largest and most complex national notification programs in the country and has designed, implemented or consulted on numerous mass tort bankruptcies including, among others: *In re Johns Manville Corp.*, *In re The Celotex Corp.*, *In re Dow Corning*, and *In re The Babcock & Wilcox Company*.

9. The Debtors believe that Kinsella is well qualified and able to represent the Debtors in a cost-effective, efficient and timely manner. Kinsella has indicated a willingness to act on behalf of the Debtors and to subject itself to the jurisdiction and supervision of the Court.

**Kinsella's Disinterestedness**

10. To the best of the Debtors' knowledge, and except as disclosed in the affidavit of Katherine M. Kinsella filed on behalf of Kinsella, attached hereto as Exhibit A (the "Affidavit"), (a) Kinsella is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code, and holds no interest adverse to the Debtors and their estates for the matters for which Kinsella is to be employed and (b) Kinsella has no connection to the Debtors, their creditors or their related parties herein.

11. Kinsella will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new facts or circumstances are discovered, Kinsella will supplement its disclosure to the Court.



**Scope of Services**

12. Kinsella will provide such consulting and advisory services as Kinsella and the Debtors deem appropriate and feasible in order to advise the Debtors in these chapter 11 cases and provide notice to the Debtors' putative claimants. The notification services may include, but will not be limited to, the following:

- (a) developing and implementing a comprehensive notification plan of the Debtors' bar date with recommendations for materials and media distribution;
- (b) creating all relevant and necessary notice materials, including print and television advertisements;
- (c) implementing media buys and placement;
- (d) execution of an affidavit or other documentation and testimony as required by the Court and/or as requested by the Debtors describing the notification services provided;
- (e) providing a summary and analysis of the notification activities and media placements as required by the Debtors; and
- (f) performing all other asbestos claimant notification consultant services that may be necessary or appropriate in connection with the Debtors' chapter 11 cases.

Kinsella, at the request of the Debtors, may provide additional notification consulting services deemed appropriate or necessary to the benefit of the Debtors' estates.

**Terms of Retention**

13. Kinsella has agreed to represent the Debtors if it will receive compensation on a commission basis, plus reimbursement for actual, necessary expenses and other charges incurred. Kinsella's current standard commission rate is fifteen percent (15%) on all gross media buys as approved by the Debtors. Kinsella has agreed that the Debtors shall be entitled to the lowest

media buying commission that Kinsella charges any client for similar work during the term of its retention. Compensation based upon a 15% commission is within industry standard.

**Notice**

14. Notice of this Application has been given to: (i) the United States Trustee, (ii) counsel to the DIP Lender, (iii) counsel to The Chase Manhattan Bank as agent for the Debtors' prepetition lenders, (iv) counsel to the Committees and (v) all those parties that requested service and notice of papers in accordance with Fed R. Bankr. P. 2002. In light of the nature of the relief requested, the Debtors submit that no further notice is required.

**No Prior Request**

15. No prior Application for the relief requested herein has been made to this or any other Court.

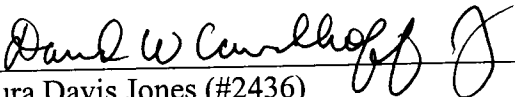
WHEREFORE, the Debtors respectfully request that the Court enter an Order, substantially in the form attached hereto, authorizing the Debtors to employ and retain Kinsella as the notice consultant for the Debtors for the purposes set forth above, effective as of the date hereof, and grant such further relief as is just and proper.

Dated: June 28, 2001

KIRKLAND & ELLIS  
James H.M. Sprayregen  
Janet S. Baer  
James W. Kapp, III  
Samuel A. Schwartz  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

  
\_\_\_\_\_  
Laura Davis Jones (#2436)  
Hamid R. Rafatjoo (CA Bar No. 181564)  
David W. Carickhoff, Jr. (#3715)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
(302) 652-4100

Co-Counsel for the Debtors and Debtors in Possession

## Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JJF)  
) (Jointly Administered)  
Debtors. )

STATE OF ILLINOIS )  
) ss:  
COUNTY OF COOK )

**AFFIDAVIT OF KATHERINE M. KINSELLA IN SUPPORT OF APPLICATION  
FOR ORDER UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014(a)  
AUTHORIZING THE EMPLOYMENT AND RETENTION  
OF KINSELLA COMMUNICATIONS, LTD. AS NOTICE  
CONSULTANT FOR THE DEBTORS AND DEBTORS IN POSSESSION**

KATHERINE M. KINSELLA, being duly sworn, deposes and says:

1. I am the president of Kinsella Communications, Ltd. ("Kinsella"), 1920 L Street NW, Suite 700, Washington, DC 20036. This Affidavit is submitted pursuant to Fed. R. Bankr. P. 2014(a) in support of the Application of the debtors and debtors in

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases") for an order pursuant to section 327(a) of title 11 of the United States Code (as amended, the "Bankruptcy Code") authorizing the employment and retention of Kinsella as notice consultant (the "Application").

2. Kinsella is a leading advertising and notification consulting firm that specializes in the design and implementation of class action and bankruptcy notification programs to reach unidentified putative class members or claimants primarily in consumer and mass tort litigation. The Debtors have selected Kinsella because of its knowledge of the Debtors' business and financial affairs and its consequent ability to perform the required professional services efficiently, expeditiously, and effectively.

3. Kinsella is qualified to serve as the Debtors' notice consultant. Kinsella has extensive experience working with companies in complex financial restructuring both out-of-court and in chapter 11 proceedings. Kinsella has developed and directed some of the largest and most complex national notification programs in the country including media-based notification programs in cases involving consumer fraud, asbestos, breast implants, tobacco, infant formula, polybutylene plumbing, home siding products, antitrust securities, and Holocaust claims. Kinsella has designed, implemented or consulted on over 95 class actions and bankruptcies including, among others: *In re: Johns Manville Corp.*, *In re: The Celotex Corp.*, *In re: Dow Corning*, and *In re: Babcock & Wilcox Company*.

4. In its capacity as notice consultant, Kinsella will work closely with the Debtors and their professionals. Kinsella will provide such consulting and advisory

services as Kinsella and the Debtors deem appropriate and feasible in order to advise the Debtors during the course of the Chapter 11 Cases. The notification services may include, but will not be limited to the following:

- (a) developing and implementing a comprehensive notification plan with recommendations for materials and media distribution;
- (b) creating all relevant and necessary notice materials, including print and television advertisements;
- (c) implementing media buys and placement;
- (d) execution of an affidavit or other documentation and testimony as required by the Court and/or as requested by the Debtors on the notification services provided;
- (e) providing a summary and analysis of the notification activities and media placements as required by the Debtors; and
- (f) performing all other asbestos claimant notification consultant services that may be necessary or appropriate in connection with the Debtors' Chapter 11 Cases.

**Disinterestedness of Professionals**

5. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, nor Kinsella employees insofar as I have been able to ascertain, has any connection with the above-captioned debtors, their creditors or any other parties-in-interest, or their respective attorneys or accountants, the United States Trustee or any person employed in the office of the United States Trustee, except as disclosed or as otherwise described herein.

6. KINSELLA is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that the Firm, its partners, counsel, and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not investment bankers for any outstanding security of the Debtors;
- (c) have not been, within three years before the date of the filing of the Debtors' Chapter 11 Cases, (i) investment bankers for a security of the Debtors, or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- (d) are not and were not, within two years before the date of filing of the Debtors' Chapter 11 Cases, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

7. In connection with the preparation of the Affidavit, Kinsella professionals conducted a review of its professional contacts with the following entities: the Debtors and related entities, the Debtors' professionals, the Debtors' pre-petition bank group, banks, lessors, indenture trustee, accountants, underwriters, professionals, bond holders, insurance carriers, directors and officers, creditors, and other significant parties in interest involved in this case. Our review, completed under my supervision, consisted of a review of the names of individuals and entities that are present or former clients of Kinsella in order to identify potential relationships. In addition, the parent company of Kinsella, F.Y.I. Inc., conducted a review of its professional contacts with respect to W. R. Grace. F.Y.I. Inc. is a publicly held company that specializes in outsourcing information services for customers in the legal, medical and financial service fields. F.Y.I. Inc. acquired Kinsella on April 1, 2001.

8. To the extent that such a search indicated that Kinsella has a relationship with any such entity in matters unrelated to the Chapter 11 Cases, the identities of such



entities are set forth on Exhibit "1" annexed hereto and incorporated herein. Kinsella's assistance to these parties has been primarily related to the design and dissemination of legal notice in class actions and bankruptcies. To the best of my knowledge, no services have been provided to these parties in interest, which could impact their rights in the Chapter 11 Cases. None of the entities in Exhibit "1" represented more than 1% of Kinsella's annual revenue during the last fiscal year.

9. Further, as part of its diverse practice, Kinsella appears in numerous cases, proceedings, and transactions that involve many different professionals, including attorneys and financial consultants, who may represent claimants and parties in interest in these Chapter 11 Cases. Also, Kinsella has performed in the past, and may perform in the future, legal notice consulting services for various attorneys and law firms in the legal field who may be involved in these proceedings. In addition, Kinsella has in the past, may currently and will likely in the future be working with other professionals involved in these cases in matters unrelated to the Debtors and the Chapter 11 Cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these business relationships create interests materially adverse to the Debtors herein in matters upon which Kinsella is to be employed, and none are in connection with the Chapter 11 Cases.

10. In addition, Kinsella is engaged in other asbestos-related consulting engagements, including retention as notice consultant to the Debtors in In Re: Armstrong World Industries, Inc., et al. ("Armstrong") chapter 11 case and to the Debtors in In Re: Owens Corning, et al. ("Owens"). I have personal involvement in both the Armstrong case and the Owens case, as well as in other matters. It is my understanding that other

professionals, including committee members or committee representatives, overlap in these cases as well.

11. I am engaged in further inquiry regarding the Debtors' constituencies and, if appropriate, will file with the Court a supplemental disclosure as soon as the results of this inquiry are obtained.

12. In addition, to the best of my knowledge and based upon the results of the relationship search described above, Kinsella neither holds nor represents an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtors or an investment banker specified in subparagraph (b) or (c) of this paragraph, or for any other reason.

13. Kinsella intends to apply for compensation for professional services rendered in connection with the Chapter 11 Cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, on a commission basis, plus reimbursement for actual, necessary expenses and other charges incurred.

14. Kinsella's standard commission rate is fifteen percent (15%) on all gross media buys as approved by the Debtors. Kinsella agrees that the Debtors shall be entitled to the lowest media buying commission Kinsella charges any client for similar work during the term of the Advertising and Services Agreement. Compensation based upon a fifteen percent (15%) commission is within industry standard.

15. Within one year prior to the Petition Date, the Debtors paid Kinsella \$0 in the ordinary course of their businesses. Kinsella is not owed any amounts with respect to any pre-petition fees and expenses. Kinsella has not received any promises as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Kinsella does not have an agreement with any other entity to share with such entity any compensation received in connection with these Chapter 11 cases. The proposed engagement of Kinsella is not prohibited by Bankruptcy Rule 5002.

Dated: June 25, 2001  
Washington, D.C.

Kinsella Communications, Ltd.

By: Katherine Kinsella  
Katherine Kinsella, President

**SWORN TO AND SUBSCRIBED** before me this 25 day of June, 2001 as  
witnessed my Hand and Seal of Office.

Debra A. Jackson  
Notary Public

My Commission Expires: 7-14-2004

**EXHIBIT "1"**

**Disclosure of Kinsella Communications, Ltd.**

Kinsella Communications, Ltd. ("Kinsella"), with an office at 1920 L Street, NW, Suite 700, Washington, DC 20036, employs approximately seven full-time and two part-time employees and has an advertising and services practice, which consults with parties to class action lawsuits and mass tort bankruptcies. Based on Kinsella's current knowledge of the Debtors and related entities, the Debtors' professionals, pre-petition bank group, banks, lessors, indenture trustee, accountants, underwriters, professionals, bond holders, insurance carriers, directors and officers, creditors, and other significant parties in interest involved in these cases, Kinsella makes the following disclosures:

**1. Current Services:**

Kinsella has provided notice consulting services and continues to provide notice consulting services for Armstrong World Industries and Owens Corning in matters unrelated to the Debtors.

**2. Former Services**

Kinsella previously provided notice consulting services to the Asbestos Claimants Committee in The Babcock and Wilcox bankruptcy in matters unrelated to the Debtors. Kinsella is not currently providing notice consultant services for The Babcock and Wilcox Asbestos Claimants Committee. Several of the attorneys on the Owens Corning Asbestos Claimants Committee are also on the Babcock and Wilcox bankruptcy as disclosed below in #4.

**3. Services of Related Entities:**

Kinsella is not currently providing notice consulting services for other Grace Debtors. However, the following Related Entities were Defendants or Debtors in class action or bankruptcy cases for which Kinsella previously provided notice services: BASF Corp., Cargill, E.I. DuPont De Nemours & Co., Inc., Eastman Chemical Company, Inc., ELF Atochem N.A., Phillips Electronics, Inc., United States Gypsum Company, Dow Corning Corp., CBS Corp., Black & Decker Corp., Amchem Products, Inc., ACandS, Inc., Fibreboard Corporation, Metropolitan Life Insurance Company, Shell Oil Co., Philip Carey Manufacturing Co., CNA Insurance, J.C. Penny, and First Union Bank. In addition, Katherine Kinsella provided advertising services to Huntsman Chemical prior to 1993.

**4. Disclosure of Professional Relations:**

Based on Kinsella's current knowledge of the professionals involved in this case, Kinsella has had professional relationships with the following professionals on matters unrelated to the Debtors: Joseph F. Rice, Esq., of Ness, Motley, Loadholt, Richardson & Poole; Elihu Inselbuck, Esq., Peter Van Lockwood, Esq., and Rita Tobin, Esq. of Caplin and Drysdale; the law firms of Kohn, Swift & Graf, Cohen, Milstein, Hausfeld & Toll, Lieff, Cabraser, Heimann & Bernstein, Susman Godfrey, Milberg, Weiss, Bershad, Hynes and Lerach, Barrett Law Offices, and The Law Offices of Peter Angelos.

**5. Disclosure of Corporate Relationships**

Kinsella has a banking relationship with First Union Bank.

Kinsella is engaged in further inquiry regarding the Debtors' constituencies and, if appropriate, will file with the Court a supplemental disclosure as soon as the results of this inquiry are obtained.

**Disclosure of F.Y.I. Inc.**

F.Y.I. Inc is a publicly-held company located at 3232 McKinney Avenue, Suite 1000, Dallas, Texas 75204. It specializes in outsourcing information services for customers in the legal, medical, and financial service fields. As stated in the attached affidavit, a conflict check was conducted by F.Y.I at the corporate level, which does not include the subsidiaries of F.Y.I. Inc. Based on F.Y.I. Inc.'s current knowledge of the Debtors and related entities, the Debtors' professionals, pre-petition bank group, banks, lessors, indenture trustee, accountants, underwriters, professionals, bond holders, insurance carriers, directors and officers, creditors, and other significant parties in interest involved in these cases, Kinsella makes the following disclosures:

**1. Disclosure of Corporate Relationships:**

F.Y.I. Inc has general banking and credit relationships with Bank of America, Bank One, and Wachovia Bank.

**2. Disclosure of Professional Relations:**

F.Y.I., Inc. is currently providing or has provided services within the past year to:  
BASF, Chevron, E.I. DuPont De Nemours & Co., Entergy, Exxon Chemical Co.,  
Exxon Mobile Global Services, Co., Union Carbide Corp., Perkins Coie (law  
firm), Conoco, Atlantic Richfield Co., Monsanto, Co., Texaco, Union Pacific  
Railroad, Johnson and Johnson, Bank of America, and First Union Bank

THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W.R. GRACE CO., et al.<sup>1</sup>, ) Case No. 01-01139 (JJF)  
) (Jointly Administered)  
Debtors. )

**ORDER UNDER SECTION 327(a) OF THE BANKRUPTCY CODE  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF KINSELLA  
COMMUNICATIONS, LTD. AS NOTICE CONSULTANT FOR  
THE DEBTORS AND DEBTORS IN POSSESSION**

Upon consideration of the application (the "Application") of the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), for the entry of an order authorizing the Debtors to employ and retain Kinsella Communications, Ltd. ("Kinsella") as their notice consultant, and upon the affidavit of Katherine M. Kinsella (the "Affidavit"); and the Court being satisfied, based on the representations made in the Application and the Affidavit, that Kinsella represents no interest adverse to the Debtors' estates with respect to the matters upon which it is to be engaged, that Kinsella is a "disinterested person" as that term is defined under section 104(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.



the employment of Kinsella is necessary and would be in the best interests of the Debtors, their creditors and the Debtors' estates; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted; and it is further

ORDERED that the Debtors are authorized to employ and retain Kinsella as their notice consultant, on the terms set forth in the Application; and it is further

ORDERED that Kinsella shall be compensated in accordance with the terms of the Application, subject to the procedures set forth in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and orders of this Court; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters relating to the implementation of this Order.

Dated: \_\_\_\_\_, 2001

---

Joseph J. Farnan, Jr.  
United States District Court Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (RJN)  
Debtors. ) Jointly Administered

**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE )SS  
)

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 28th day of June, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

**1. Notice of Application of the Debtors Pursuant to Fed.R.Bankr.P. 2014(a) for the Entry of an Order Under Section 327(a) of the Bankruptcy Code**

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**Authorizing the Employment and Retention of Kinsella Communications, LTD. as Notice Consultant for the Debtors and Debtors in Possession;**


**2. Application of the Debtors Pursuant to Fed.R.Bankr.P. 2014(a) for the Entry of an Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Kinsella Communications, LTD. as Notice Consultant for the Debtors and Debtors in Possession; and**

**3. Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Kinsella Communications, LTD. as Notice Consultant for the Debtors and Debtors in Possession.**

Dated: June 28, 2001

  
Patricia E. Cuniff

Sworn to and subscribed before  
me this 28th day of June, 2001

  
Notary Public

My Commission Expires: 02/11/02

W. R. Grace 2002 Service List  
Case No. 01-1139 (RJN)  
Doc. No. 22588  
June 28, 2001  
16 – Hand Delivery  
07 – Overnight Delivery  
121 – First Class Mail

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